


THIS INSTRUMENT PREPARED BY:
Roy F. King, Jr., Esquire
100 Centerview Drive, Suite 180
Birmingham, Alabama 35216

STATE OF ALABAMA)
)
COUNTY OF SHELBY)


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Shelby Cnty Judge of Probate, AL
03/10/2004 14:32:00 FILED/CERTIFIED

ARTICLES OF INCORPORATION
OF
ALABAMA AIR SHUTTLE, INC.

The undersigned, acting as incorporator of a Corporation under the Alabama Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

FIRST: The name of the Corporation is Alabama Air Shuttle, Inc.

SECOND:

- (a) The aggregate number of shares which the Corporation shall have authority to issue is One Hundred (100) shares of Common Stock of the par value of One Dollar (\$1.00) per share.
- (b) All issued and outstanding shares shall have the same preferences and relative rights, including, without limitation,
 - (i) unlimited voting rights for all purposes at the rate of one (1) vote per share; and
 - (ii) the right to receive the net assets of the Corporation upon dissolution.

THIRD: The address of the initial registered office of the Corporation is 1080 Somerset Lane, Birmingham, AL 35242, and the name of its initial registered agent at such address is David J.Gentry.

FOURTH: The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Roy F. King, Jr.	100 Centerview Drive Suite 180 Birmingham, AL 35216

FIFTH: The names and addresses of the persons who are to serve as initial Directors are:

<u>Name</u>	<u>Address</u>
David J. Gentry	1080 Somerset Lane Birmingham, AL 35242
Pamela R. Gentry	1080 Somerset Lane Birmingham, AL 35242

SIXTH: The purposes for which the Corporation is organized are as follows:

(a) To provide aviation services, including the purchase, sales and leasing of aircraft, charter and other air travel services, and consultation services regarding air transportation, management, and investment opportunities;

(b) To transact any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

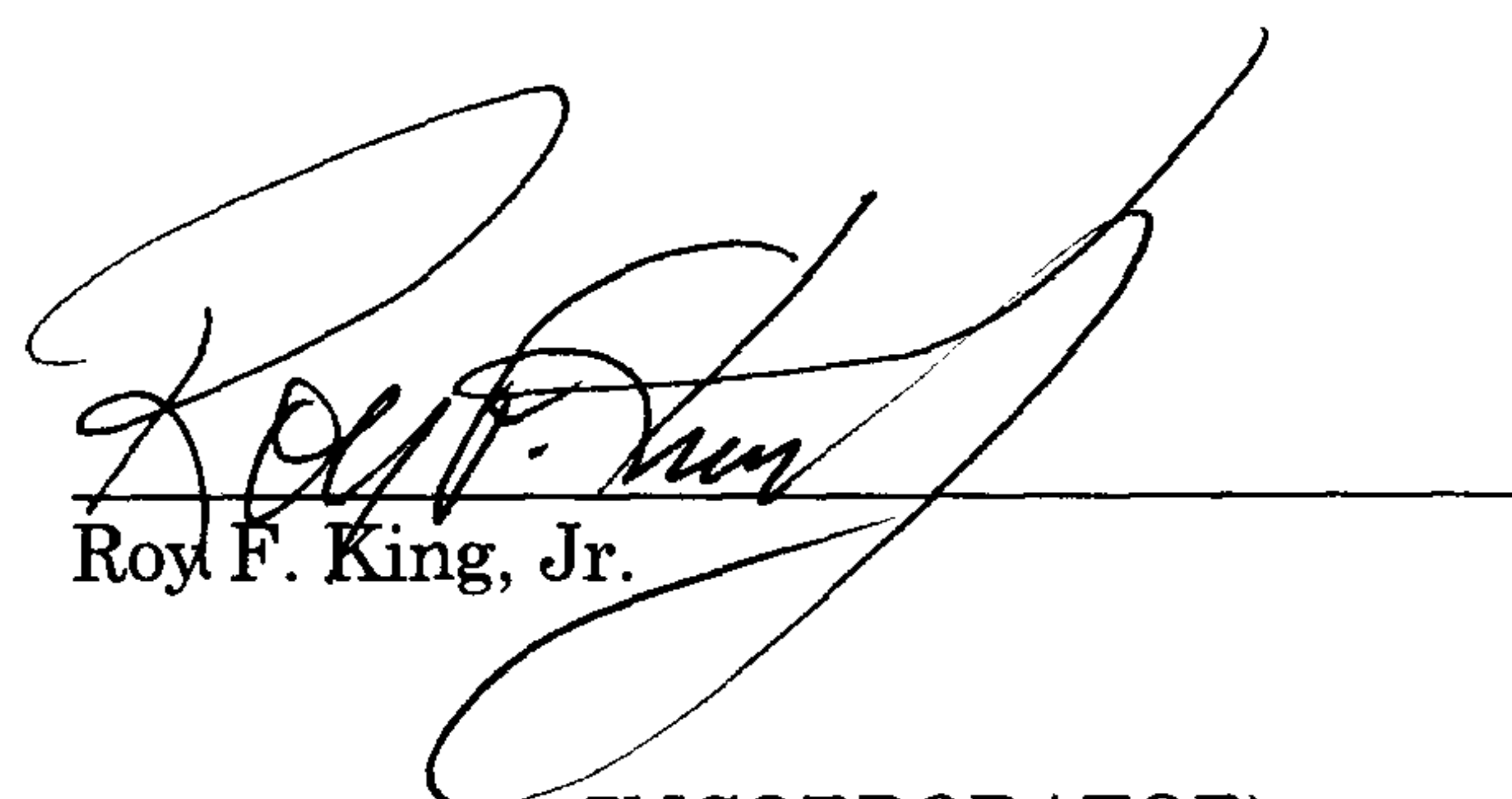
SEVENTH: No Shareholder of the Corporation shall be entitled as a matter of right to subscribe for, purchase, receive or acquire as a preemptive right any shares of stock, or other securities convertible into stock, of the Corporation which it may issue, or sell, whether out of the number of shares thereof now or hereafter authorized or out of shares now or hereafter held in its treasury, but all such additional shares of stock or other securities may be issued or disposed of by the Board of Directors to such persons and upon such terms as in its absolute discretion it may deem advisable.

EIGHTH: A Director of the Corporation shall have no liability to the Corporation or its Shareholders for money damages for any action taken, or any failure to take any action, as a Director except liability for (a) the amount of financial benefit received by the Director to which he or she is not entitled; (b) an intentional infliction of harm on the Corporation or Shareholders; (c) a violation of Section 10-2B-8.33 of the Alabama Business Corporation Act; (d) an intentional violation of criminal law; or (e) a breach of the Director's duty of loyalty to the Corporation or its Shareholders.

NINTH: The period of the Corporation's duration is perpetual.

TENTH: The right to adopt the initial Bylaws of the Corporation is reserved to the Shareholders. The Board of Directors of the Corporation is expressly authorized to alter, amend, or repeal the Bylaws; but the Bylaws so altered, amended or repealed by the Board of Directors may be altered, amended or repealed by the Shareholders at any annual meeting or at any special meeting for which notice of such alteration, amendment or repeal by the Shareholders is given; and provided, that only the Shareholders may approve any Bylaw amendment that increases or decreases by more than thirty (30) percent the number of Directors of the Corporation last approved by the Shareholders.

DATED: March 9, 2004.



Roy F. King, Jr.
(INCORPORATOR)

Nancy L. Worley
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Nancy L. Worley, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

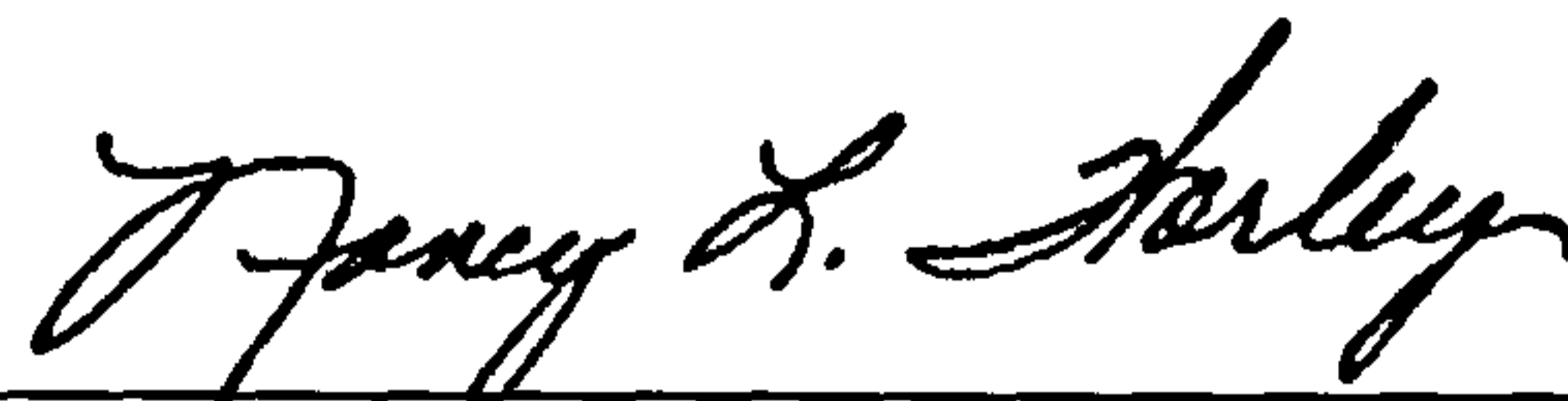
Alabama Air Shuttle, Inc.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Roy F King Jr, 100 Centerview Drive Ste 180, Birmingham, AL 35216 for a period of one hundred twenty days beginning February 18, 2004 and expiring June 18, 2004.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

February 18, 2004

Date



Nancy L. Worley

Secretary of State

